

V I R G I N I A:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT:	EQUITABLE RESOURCES ENERGY COMPANY,)	VIRGINIA GAS
	a West Virginia Corporation)	AND OIL BOARD
RELIEF SOUGHT:	MODIFICATION OF AN ORDER ENTERED)	DOCKET NO.
	BY THE BOARD ON SEPTEMBER 24, 1998)	98-0818-0677-01
	AND FILED WITH THE CLERK OF THE)	
	CIRCUIT COURT OF WISE COUNTY ON)	
	SEPTEMBER 29, 1998, CLERK'S FILE)	
	NO. 980004310 (herein "Original)	
	Pooling Order") FOR POOLING OF)	
	INTERESTS IN A 58.77-)	
	ACRE SQUARE DRILLING UNIT)	
	DESCRIBED IN EXHIBIT A HERETO)	
	LOCATED IN THE NORA COAL BED GAS)	
	FIELD AND SERVED BY WELL NO.)	
	VC-3766 (herein "Subject Drilling)	
	Unit") PURSUANT TO VA. CODE)	
	§§ 45.1-361.21 AND 45.1-361.22,)	
	FOR THE PRODUCTION OF OCCLUDED)	
	NATURAL GAS PRODUCED FROM COALBEDS)	
	AND ROCK STRATA ASSOCIATED)	
	THEREWITH (herein "Coalbed Methane)	
	Gas" or "Gas"))	
)	
)	
LEGAL DESCRIPTION:)	
	SUBJECT DRILLING UNIT SERVED BY WELL NUMBERED)	
	VC-3766 (herein "Well") TO BE DRILLED IN)	
	THE LOCATION DEPICTED ON EXHIBIT A HERETO,)	
	ANR COAL COMPANY, LLC TRACT WI-145)	
	CANEY RIDGE QUADRANGLE)	
	LIPPS MAGISTERIAL DISTRICT)	
	WISE COUNTY, VIRGINIA)	
	(the "Subject Lands" are more)	
	particularly described on Exhibit)	
	"A", attached hereto and made a)	
	part hereof))	

REPORT OF THE BOARDFINDINGS AND ORDER

1. Hearing Date and Place: This matter came on for final hearing before the Virginia Gas and Oil Board (hereafter "Board") at 9:00 a.m. on December 15, 1998, Dickenson Conference Room, Southwest Virginia Education 4-H Center, Abingdon, Virginia.

2. Appearances: James E. Kaiser of Wilhoit & Kaiser, appeared for the Applicant. Sandra B. Riggs, Assistant Attorney General, was present to advise the Board.
3. Jurisdiction and Notice: Pursuant to Va. Code §§ 45.1-361.1 et seq., the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each gas and oil owner, coal owner, or mineral owner and/or potential owner, i.e., person identified by Applicant as having ("Owner") or claiming ("Claimant") the rights to Coalbed Methane Gas in all Pennsylvania-aged coals from the top of the Raven, including all splits to the top of the green and red shales including, but not limited to Raven, Jawbone, Upper Horsepen, Middle Horsepen, War Creek, Beckley, Lower Horsepen, Poco No. 9, Poco No. 8, Poco No. 7, Poco No. 3, and any other unnamed coal seams, coalbeds and rock strata associated with the Nora Coalbed Gas Field (hereafter "Subject Formations") in the Subject Drilling Unit underlying and comprised of Subject Lands; (2) has given notice to those parties so identified (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code §§ 45.1-361.19 and 45.1-361.22, to notice of the application filed herein; and (3) that the persons set forth in Exhibit B hereto have been identified by Applicant as persons who may be Owners or Claimants of Coalbed Methane Gas interests in Subject Formations in the Subject Drilling Unit, underlying and comprised of Subject Lands. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 45.1-361.19.B. Whereupon, the Board hereby finds that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of state due process.
4. Amendments: Exhibit B.
5. Dismissals: None.
6. Relief Requested: Applicant requests that pursuant to Va. Code § 45.1-361.22, including the applicable portions of § 45.1-361.21, the Board modify the Original Pooling Order to repool the rights, interests and estates in and to the Gas in the Subject Drilling Unit, including those of the Applicant and of the known and unknown persons named in Exhibit B hereto and that of their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, for the drilling and operation, including production, of Coalbed Methane Gas produced from the Subject Drilling Unit established for the Subject Formations underlying and comprised of the Subject Lands, (hereafter sometimes collectively identified and referred to as

"well development and/or operation in the Subject Drilling Unit"); and, (3) that the Board designate Equitable Resources Energy Company as the Unit Operator.

7. Relief Granted: The requested relief in this cause be and hereby is granted and: (1) pursuant to Va. Code § 45.1-361.21.C.3, Equitable Resources Energy Company (hereafter "Unit Operator" or "Operator") is designated as the Operator authorized to drill and operate the Well in Subject Drilling Unit, subject to the permit provisions contained in Va. Code §§ 45.1-361.27, et seq.,; to §§ 4 VAC 25-150 et seq., Gas and Oil Regulations; to §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations and to the Nora Coal Bed Gas Field Rules established by the Oil and Gas Conservation Board's Order entered March 26, 1989; all as amended from time to time; and (2) all the interests and estates in and to the Gas in Subject Drilling Unit, including those of the Applicant and of the known and unknown persons listed on amended Exhibit B, attached hereto and made a part hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, leased or unleased, be and hereby are pooled in the Subject Formations in the Subject Drilling Unit underlying and comprised of the Subject Lands.

<u>Subject Formation</u>	<u>Unit Size</u>	<u>Permitted Well Location</u>	<u>Field and Well Classification</u>	<u>Order Number</u>
All Pennsylvanian aged coals from the top of the Raven including all splits to the top of the Green and red shales, including, but not limited to Raven, Jawbone, Upper Horsepen, Middle Horsepen, War Creek, Beckley, Lower Horsepen, Poco No. 9, Poco No. 8, Poco No. 7, Poco No. 3, and other unnamed coal seams, coalbeds, and	Approximately 58.77-acre, square drilling unit.	Well VC-3766 to be located as depicted on Exhibit A Depth: Approximately 2,855 feet.	Nora Coal Bed Gas Field	OGCB Order for the Nora Coal Bed Gas Field entered March 26, 1989, as amended.

rock strata,
associated
with the
Nora Coalbed
Gas Field.

For the Subject Drilling Unit
underlying and comprised of the Subject
Land Served by Well No. VC-3766

Wise County, Virginia

8. Election and Election Period: Those persons who are entitled to elect one of the options set forth in Paragraph 9 below by virtue of the fact they have not either (a) heretofore reached a voluntary agreement to share in the operation of the well to be located in Subject Drilling Unit at a rate of payment mutually agreed to by said Gas Owner or Claimant and the Unit Operator; or (b) have not been deemed to have leased such interests to the Unit Operator pursuant to the terms of the Original Pooling Order (herein "Persons Entitled to Make an Election") are as follows:

Tract 4 - Danya Rae Mullins and Shanon Mullins, Husband/Wife

Tract 8 - the heirs of S. C. Richardson and Inous Richardson identified in Exhibit B

Tract 12 - Big Caney Water Corporation

Persons Entitled to Make an Election must give written notice of his election of the option selected under Paragraph 9 herein to the Unit Operator at the address shown below within thirty (30) days from the date this Order is recorded in the county above named. A timely election shall be deemed to have been made if, on or before the last day of said 30-day period, such electing person has delivered his written election to the Unit Operator at the address shown below or has duly postmarked and placed his written election in first class United States mail, postage prepaid, addressed to the Unit Operator at the address shown below.

9. Election Options:

- 9.1 Option 1 - To Participate In The Development and Operation of the Drilling Unit: Any Person Entitled to Make an Election may elect to participate in the development and operation of the Subject Drilling Unit (hereafter "Participating Operator") by agreeing to pay the estimate of such Participating Operator's proportionate part of the actual and reasonable costs, including a reasonable supervision fee, of the well development and operation in the Subject Drilling Unit, as more particularly set forth in Virginia Gas and Oil Board Regulation 4 VAC 25-160-100 (herein "Completed

for Production Costs"). Further, a Participating Operator agrees to pay the estimate of such Participating Operator's proportionate part of the Estimated, Completed-for-Production Costs as set forth below to the Unit Operator within forty-five (45) days from the later of the date of mailing or the date of recording of this Order. The estimated Completed-for-Production Costs for the Subject Drilling Unit are as follows:

Estimated, Completed-for-Production Costs (Multiple Completion):

\$199,200.00

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operator's Interest Within Unit as set forth in the fourth column of Exhibit B times the Estimated Completed-for-Production Costs set forth above. Provided, however, that in the event a Participating Operator elects to participate and fails or refuses to pay the estimate of his proportionate part of the Estimated, Completed-for-Production Costs as set forth above, all within the time set forth herein and in the manner prescribed in Paragraph 8 of this Order, then such Participating Operator shall be deemed to have elected not to participate and to have elected compensation in lieu of participation pursuant to Paragraph 9.2 herein.

- 9.2 Option 2 - To Receive A Cash Bonus Consideration: In lieu of participating in the development and operation of Subject Drilling Unit under Paragraph 9.1 above, any Person Entitled to Make an Election may elect to accept a cash bonus consideration of \$5.00 per net mineral acre owned by such person, commencing upon entry of this Order and continuing annually until commencement of production from Subject Drilling Unit, and thereafter a royalty of 1/8th of 8/8ths [twelve and one-half percent (12.5%)] of the net proceeds received by the Unit Operator for the sale of the Gas produced from any well development covered by this Order multiplied by that person's Interest Within Unit as set forth in the fourth column of Exhibit B (for purposes of this Order, net proceeds shall be actual proceeds received less post-production costs incurred downstream of the wellhead, including, but not limited to, gathering, compression, treating, transportation and marketing costs, whether performed by Unit Operator or a third person) as fair, reasonable and equitable compensation to be paid to said Gas Owner or Claimant. The initial cash bonus shall become due and owing when so elected and shall be tendered, paid or escrowed within one hundred twenty (120) days of recording of this Order. Thereafter, annual cash bonuses, if any, shall become due and owing on each anniversary of the date of recording of this order in the event production from Subject Drilling Unit has not theretofore commenced, and once due, shall be tendered, paid or escrowed within sixty (60) days of said anniversary date. Once the initial cash bonus and the annual cash bonuses, if any, are so paid or escrowed, said payment(s) shall be satisfaction in full for the right, interests, and claims of such electing person in

000085 JAN 22 8

and to the Gas produced from Subject Formation in the Subject Lands, except, however, for the 1/8th royalties due hereunder.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.2, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to and hereby does lease and assign its right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator.

- 9.3. Option 3 - To Share In The Development And Operation As A Non-Participating Person On A Carried Basis And To Receive Consideration In Lieu Of Cash: In lieu of participating in the development and operation of Subject Drilling Unit under Paragraph 9.1 above and in lieu of receiving a cash bonus consideration under Paragraph 9.2 above, any Person Entitled to Make an Election may elect to share in the development and operation of Subject Drilling Unit on a carried basis (as a "Carried Well Operator") so that the proportionate part of the Completed-for-Production Costs hereby allocable to such Carried Well Operator's interest is charged against such Carried Well Operator's share of production from Subject Drilling Unit. Such Carried Well Operator's rights, interests, and claims in and to the Gas in Subject Drilling Unit shall be deemed and hereby are assigned to the Unit Operator until the proceeds from the sale of such Carried Well Operator's share of production from Subject Drilling Unit (exclusive of any royalty, excess or overriding royalty, or other non-operating or non cost-bearing burden reserved in any lease, assignment thereof or agreement relating thereto covering such interest) equals three hundred percent (300%) for a leased interest or two hundred percent (200%) for an unleased interest (whichever is applicable) of such Carried Well Operator's share of the Completed-for-Production Costs allocable to the interest of such Carried Well Operator. When the Unit Operator recoups and recovers from such Carried Well Operator's assigned interest the amounts provided for above, then, the assigned interest of such Carried Well Operator shall automatically revert back to such Carried Well Operator, and from and after such reversion, such Carried Well Operator shall be treated as if it had participated initially under Paragraph 9.1 above; and thereafter, such participating person shall be charged with and shall pay his proportionate part of all further costs of such well development.

The election made under this Paragraph 9.3, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to have and hereby does assign his right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator for the period of time during which his interest is carried as above provided prior to its reversion back to such

electing person.

10. Failure to Properly Elect: In the event any Person Entitled to Make an Election fails to elect within the time, in the manner, and in accordance with the terms of this Order one of the alternatives set forth in Paragraph 9 above for which his interest qualifies, then such person shall be deemed to have elected not to participate in the proposed development and operation of Subject Drilling Unit and shall be deemed, subject to any final legal determination of ownership, to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which its interest qualifies, and shall be deemed to have leased and/or assigned his right, interests, and claims in and to said Gas produced from Subject Formation in Subject Drilling Unit to the Unit Operator. Persons who fail to properly elect shall be deemed to have accepted the compensation and terms set forth herein at Paragraph 9.2 in satisfaction in full for the right, interests, and claims of such person in and to the Gas produced from Subject Formation underlying Subject Lands.

11. Default By Participating Person: In the event any Person Entitled to Make an Election elects to participate under Paragraph 9.1, but fails or refuses to pay, to secure the payment or to make an arrangement with the Unit Operator for the payment of such person's proportionate part of the Estimated, Completed-for-Production costs as set forth herein, all within the time and in the manner as prescribed in this Order, then such person shall be deemed to have withdrawn his election to participate and shall be deemed to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which his interest qualifies depending on the excess burdens attached to such interest. Whereupon, any cash bonus consideration due as a result of such deemed election shall be tendered, paid or escrowed by Unit Operator within sixty (60) days after the last day on which such defaulting person under this Order should have paid his proportionate part of such cost or should have made satisfactory arrangements for the payment thereof. When such cash bonus consideration is paid or escrowed, it shall be satisfaction in full for the right, interests, and claims of such person in and to the Gas underlying Subject Drilling Unit in the Subject Lands covered hereby, except, however, for any 1/8th royalties which would become due pursuant to Paragraph 9.2 hereof.

12. Assignment of Interest: In the event any Person Entitled to Make an Election, elects or fails to elect to do other than participate under Paragraph 9.1 above in the development and operation of the well in Subject Drilling Unit, then such person shall be deemed to have and shall have assigned unto Unit Operator such person's right, interests, and claims in and to said well, in Subject Formations in Subject Drilling Unit, and other share in and to Gas production to which such person may be entitled by reason of any election or deemed election hereunder in accordance with the provisions of this Order governing said elections.

13. Unit Operator (or Operator): Equitable Resources Energy Company be and hereby is designated as Unit Operator authorized to drill and operate Well No. VC-3766 in Subject Formations in Subject Drilling Unit, all subject

to the permit provisions contained in Va. Code §§ 45.1-361.27 et seq.; §§ 4 VAC 25-150 et seq., Gas and Oil Regulations; §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations; Oil and Gas Conservation Board ("OGCB") Order establishing the Nora Coal Bed Gas Field Rules entered March 26, 1989; all as amended from time to time, and all elections required by this Order shall be communicated to Unit Operator in writing at the address shown below:

Equitable Resources Energy Company
 Eastern Region
 P. O. Box 1983
 1989 East Stone Drive
 Kingsport, TN 37662-1983
 Phone: (423) 224-3800
 Fax: (423) 224-3891
 Attn: Dennis R. Baker, Regulatory

14. Commencement of Operations: Unit Operator shall commence or cause to commence operations for the drilling of any well covered hereby within seven hundred and thirty (730) days from the date of this Order and shall prosecute the same with due diligence. If Unit Operator shall not have so commenced and/or prosecuted, then this Order shall terminate, except for any cash sums becoming payable hereunder; otherwise, unless sooner terminated by Order of the Board, this Order shall expire at 12:00 P.M. on the date on which any well covered by this Order is permanently abandoned and plugged. However, in the event an appeal is taken from this Order, then the time between the filing of the Petition for Appeal and the final Order of the Circuit Court shall be excluded in calculating the two year period referenced herein.

15. Operator's Lien: Unit Operator, in addition to the other rights afforded hereunder, shall have a lien and a right of set off on the Gas estates, rights, and interests owned by any person subject hereto who elects to participate under Paragraph 9.1 in the Subject Drilling Unit to the extent that costs incurred in the drilling or operation on the Subject Drilling Unit are a charge against such person's interest. Such liens and right of set off shall be separable as to each separate person and shall remain liens until the Unit Operator drilling or operating any well covered hereby has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions:

16.1 Escrow Account: The Applicant has represented to the Board that there are unknown and unlocatable Owners/Claimants in Tract 8 as well as conflicting claims within Tracts 2, 3, 4, 5, 6, 7, 8 and 12 with respect to the Gas to be produced from Subject Drilling Unit; therefore, the provisions set forth in Paragraphs 16.2 and 16.3 below are hereby made applicable and the Escrow Agent named herein is required to establish an interest-bearing escrow account (herein "Escrow Account") in accordance with the requirements of Va. Code §§ 45.1-361.21 and 45.1-361.22.

First Virginia Bank-Mt. Empire
Trust Department
P. O. Box 1038
Abingdon, VA 24210
Telephone: (540) 628-2242
Fax: (540) 628-2766
Attention: Ms. Debbie Davis

16.2 Escrow Provisions For Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing pursuant to Va. Code §§ 45.1-361.21 or 45.1-361.22 cannot be made because the person entitled thereto cannot be located or is unknown, then such cash bonus, royalty payment, or other payment shall not be commingled with any funds of the Unit Operator and shall, pursuant to Va. Code § 45.1-361.21.D, said sums shall be deposited by the Operator into the Escrow Account, commencing within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made, by use of a report format approved by the Inspector, by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to Order of the Board in accordance with Va. Code § 45.1-361.21.D.

16.3. Escrow Provisions for Conflicting Claimants: If any payment of bonus, royalty payment or other payment due and owing pursuant to Va. Code § 45.1-361.22 cannot be made because the person entitled thereto cannot be made certain due to conflicting claims of ownership and/or a defect or cloud on the title, then such cash bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment, together with Participating Operator's Proportionate Costs paid to Operator pursuant to Paragraph 9.1, if any, (1) shall not be commingled with any funds of the Unit Operator; and (2) shall, pursuant to Va. Code §§ 45.1-361.22.A.2, 45.1-361.22.A.3 and 45.1-361.22.A.4, be deposited by the Operator into the Escrow Account, commencing within one hundred twenty (120) days of the recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made, by use of a report format approved by the Inspector, by a date which is no later than sixty (60) days after the last day of each month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of, the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to Order of the Board.

17. Special Findings: The Board specifically and specially finds:

- 17.1 Applicant is a West Virginia corporation, duly authorized and qualified to transact business in the Commonwealth of Virginia;
- 17.2 Applicant claims ownership of oil and gas and coalbed methane gas leasehold estates representing 68.144727 percent of the gas estate, and 100.00 percent of the coal estate within the Subject Drilling Unit;

- 17.3 Applicant is an operator in the Commonwealth of Virginia and has satisfied the Board's requirements for operations in Virginia;
- 17.4 Applicant has proposed the drilling of one (1) well, Well No. VC-3766 to a depth of 2,855 feet on the Subject Drilling Unit to develop the Gas in Subject Formations;
- 17.5 Set forth in Exhibit B is the name and last know address of each person identified by the Applicant as having or claiming an interest in the Coalbed Methane Gas in the Subject Drilling Unit underlying and comprised of Subject Lands, including those Persons Entitled to Make an Election pursuant to the provisions of Paragraph 9 of this Order. The Gas Owners or Claimants who have not reached a voluntary agreement to share in the operation of the well represent 31.855273 percent of the gas and oil estate and 0 percent of the coal estate in Subject Drilling Unit;
- 17.6 The estimated production over the life of the proposed well is 350 million cubic feet;
- 17.7 Applicant's evidence established that the fair, reasonable and equitable compensation to be paid to any person in lieu of the right to participate in any well covered hereby are those options provided in paragraph 9 above;
- 17.8 Well Work Permit Application Number 3922 has been issued by the Department of Mines, Minerals and Energy for Well VC-3766;
- 17.9 The relief requested and granted is just and reasonable, is supported by substantial evidence and will afford each person in the Subject Drilling Unit the opportunity to recover or receive, without unnecessary expense, each person's just and fair share of the production of the Gas from Subject Drilling Unit. The granting of the Application and relief requested therein will ensure to the extent possible the greatest ultimate recovery of Gas, prevent or assist in preventing the various types of waste prohibited by statute, and protect or assist in protecting the correlative rights of all persons in the subject common sources of supply in the Subject Lands. Therefore, the Board is entering an Order granting the relief herein set forth.

18. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of receipt of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of receipt of this Order to each person pooled by this Order whose address is known.

19. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).

20. Conclusion: Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

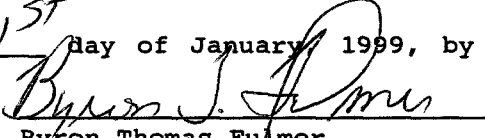
21. Appeals: Appeals of this Order are governed by the provisions of Va. Code § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court. Such appeals must be taken in the manner prescribed in the Administrative Process Act, Va. Code § 9-6.14:1 et seq.

22. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 15th day of January, 1999, by a majority of the Virginia Gas and Oil Board.

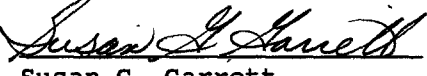

Chairman, Benay R. Wampler

DONE AND PERFORMED this 21st day of January, 1999, by Order of this Board.


Byron Thomas Fulmer
Principal Executive To The Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

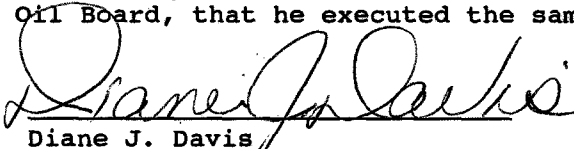
Acknowledged on this 15th day of January, 1999, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My commission expires July 31, 2002

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 21st day of January, 1999, personally before me a notary public in and for the Commonwealth of Virginia, appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires September 30, 2001

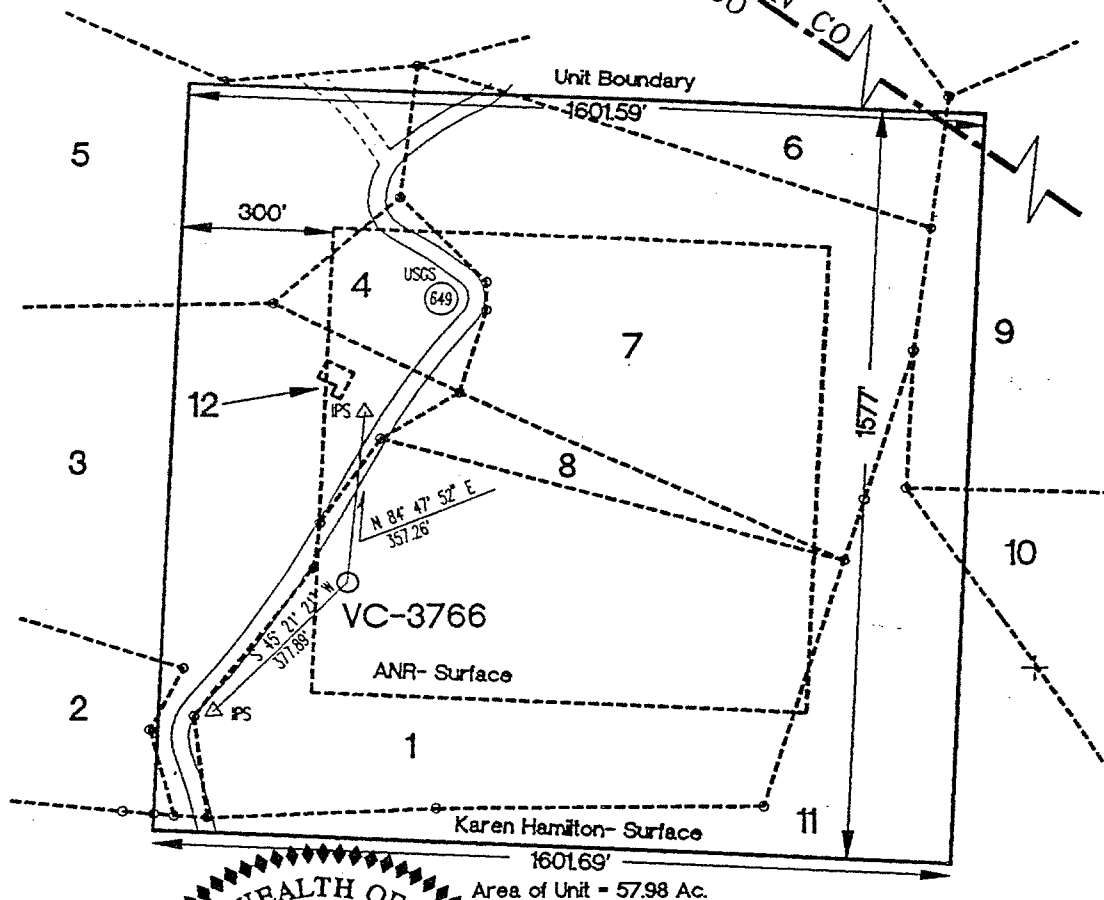
Latitude 037° 02' 30" N Longitude 122° 00' 00" W 2697

WELL ELEVATION IS BASED ON TRIG
LEVELING FROM "ROSE CEMETARY"
PROPERTY LINES:
SOLID LINE - SURVEYED
BROKEN LINES - NON-SURVEYED

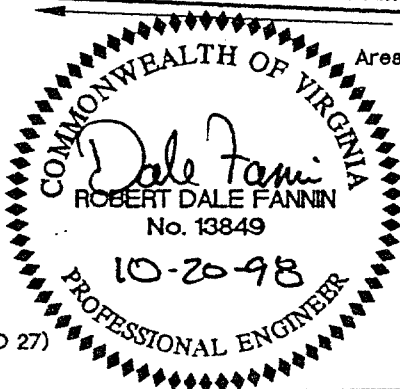
~~DICKENSON CO.~~

Longitude 82°27'30"

8946'



Area of Unit = 57.98 Ac.



See supplemental sheet(s) for tract information

+ Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and the longitude lines being represented by border lines as shown.

Val 7 anni

- 1 Ls. # 223010L (Well Tract)
ANR Coal Co. LLC-WI 145
Robert Gouge
16.077 Ac.
ANR--Surface, Coal, Oil + Gas
Gas 16.077 Ac., 27.73%
- 2 Ls. # 244652L
Donald Funk-- Oil + Gas
5.08 Ac.
Lease No. 244943L
ANR Coal Co. LLC-Coal WI 145
Gas 0.12 Ac., 0.20%
- 3 Ls. # 244653L
Bascom Funk- Oil + Gas
19.89 Ac.
Lease No. 244943L
ANR Coal Co., LLC-Coal WI 145
Gas 6.326 Ac., 10.91%
- 4 Ls. # _____
Danny Hamilton-2.0 Ac.
- Oil and Gas
Ls # 244943L
ANR Coal Co., LLC-Coal WI 145
Gas 2.00 Ac., 3.45%
- 5 Ls. # 244661L
Orlena S. Hamilton - Oil + Gas
26.869 Ac.
Ls # 244943L
ANR Coal Co., LLC-Coal WI 145
Gas 3.98 Ac., 6.89%
- 6 Ls. # 245430L
Lillian Burke
7.0 Ac.
- Oil and Gas
Ls # 244943L
ANR Coal Co., LLC-Coal WI 145
Gas 2.50 Ac., 4.32%
- 7 Ls. # _____
Richard Clark-11.22 Ac.
Oil and Gas
Ls # 244943L
ANR Coal Co., LLC-Coal WI 145
Gas 15.96 Ac., 27.51%
- 8 Ls. # 245436L
Samual R. Richardson, et.al.-3 Ac.
oil and gas
Ls # 244943L
ANR Coal Company, LLC- Coal WI 145
Gas 1.493 Ac., 2.57%
- 9 Ls. # 241490L, T-638
G. W. Chapman
106.00 Ac.
CLINCHFIELD COAL COMPANY/
PYXIS RESOURCES COMPANY
- Coal
PINE MOUNTAIN OIL AND GAS
- Oil and Gas
Gas 1.98 Ac., 3.42%
- 10 Ls. # 241640L, T2-115
Henry Adkins
178.70 Ac.
CLINCHFIELD COAL COMPANY/
PYXIS RESOURCES COMPANY
- Coal
PINE MOUNTAIN OIL AND GAS
- Oil and Gas
Gas 0.23 Ac., 0.39%
- 11 Ls. # 241490L, T-677
W. J. Ring
238 Ac.
CLINCHFIELD COAL COMPANY/
PYXIS RESOURCES COMPANY
- Coal
PINE MOUNTAIN OIL AND GAS
- Oil and Gas
Gas 7.25 Ac., 12.50%
- 12 Ls. # _____
Big Caney Water Corporation
0.064 Ac.
- Oil and Gas
Ls # 244943L
ANR Coal Co., LLC-Coal WI 145
Gas 0.064 Ac., 0.11%

Equitable Resources Energy Co.

Well Plat Supplement Page 1 of 1

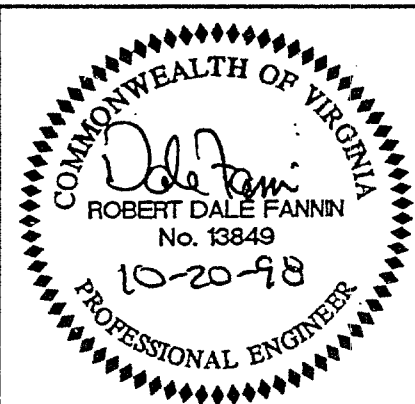
FANNIN
ENGINEERINGWell No.- VC-3766
Date: 10/20/98

EXHIBIT "B"
VC-3766

Revised 12/14/98
VGOB 98-0818-0677-01

000093 JAN 22 8

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
1	ANR Coal Company, LLC P. O. Box 1871 Roanoke, VA 24228	Leased-EREC 223010L01 WI-145	27.730000%	16.0770
2	Donald Funk and Sharon Funk, H/W P.O. Box 1093 Coeburn, VA 24230	Leased-EREC 244652L01	0.200000%	0.1200
3	Bascom Funk and Rosemary Funk, H/W P.O. Box 1336 Coeburn, VA 24230	Life Estate Leased-EREC 244653L01	[.000000%]	[.0000]
	Donald Funk and Sharon Funk, H/W P.O. Box 1093 Coeburn, VA 24230	Remainderman Leased-EREC 244653L01	10.910000%	6.3260
4	Danny Ray Hamilton, single P.O. Box 2017 Coeburn, VA 24230	Life Estate Unleased	[.000000%]	[.0000]
	Danya Rae Mullins and Shanon Mullins, W/H P.O. Box 2017 Coeburn, VA 24230	Remainderman Unleased	3.450000%	2.0000
5	Orlena Hamilton, single Rt. 2, Box 105 Coeburn, VA 24230	Leased-EREC 244661L01	6.890000%	3.9800
6	Lillian R. Burke, widow 7416 Caney Ridge Road Coeburn, VA 24230	Leased-EREC 245430L01	4.320000%	2.5000

EXHIBIT "B"

VC-3766

Revised 12/14/98
VGOB 98-0818-0677-01

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
7	Richard Clark and Sherry Pamela Clark, H/W P.O. Box 1294 Coeburn, VA 24230	Unleased	27.510000%	15.9600
8	<u>S. C. Richardson and Inous Richardson Heirs</u>			
	Pauline McCoy, Widow Rt. HC05, Box 424 Coeburn, VA 24230	Leased-EREC 245436L03	0.214167%	0.1244
	Samuel R. Richardson and Thelma Richardson, H/W 292 Westview Drive St. Paul, VA 24283	Leased-EREC 245436L01	0.214168%	0.1244
	Betty Foster and Charles Foster, W/H 16009 Imlay City Road Capac, MI 48014	Leased-EREC 245436L12	0.214168%	0.1244
	Elaine Kennedy and Derek Kennedy, W/H Rt. 11, Box 454 Rocky Mount, NC 27801	Leased-EREC 245436L11	0.214168%	0.1244
	Nancy Witt and James Witt, W/H 2016 Dresden Road Richmond, VA 23229-3601	Leased-EREC 245436L09	0.214168%	0.1244
	Randall Hobbs and Dorothy Hobbs, H/W 312 Ray Avenue Crestview, FL 32536	Leased-EREC 245436L05	0.214168%	0.1244
	Darryl Richardson, single 11611 Riverview Road Coeburn, VA 24230	Leased-EREC 245436L08	0.107083%	0.0622

EXHIBIT "B"
VC-3766

Revised 12/14/98
VGOB 98-0818-0677-01

000095 JAN 22 8

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Renee Richardson, single 11611 Riverview Road Coeburn, VA 24230	Leased-EREC 245436L07	0.107083%	0.0622
	Charles Daniel Fleshman Address Unknown	Unleased	0.107083%	0.0622
	Patty Hawks and Terry Hawks, W/H 308 Parkview Drive Bluefield, VA 24605	Leased-EREC 245436L10	0.107083%	0.0622
	Phyllis Hayworth Address Unknown	Unleased	0.035694%	0.0208
	Katherin Hall Address Unknown	Unleased	0.035694%	0.0208
	April Hall Address Unknown	Unleased	0.035694%	0.0208
	Ronnie Hall Address Unknown	Unleased	0.035694%	0.0208
	James Hall Address Unknown	Unleased	0.035694%	0.0208
	Timothy Hall Address Unknown	Unleased	0.035694%	0.0207
	Jody Kennedy and Kathy Kennedy, H/W 7404 Indian Creek Road Wise, VA 24293	Leased-EREC 245436L04	0.035694%	0.0207
	Carl Kennedy and Madonna Kennedy, H/W P. O. Box 1623 Coeburn, VA 24230	Leased-EREC 245436L02	0.035694%	0.0207

EXHIBIT "B"
VC-3766

Revised 12/14/98
VGOB 98-0818-0677-01

000096 JAN 22 8

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Jerome Kennedy, single 21 Elkader Dove Caynon, CA 92679	Unleased	0.035694%	0.0207
	Marie Waynick, single 6151 Neff St. Detroit, MI 48224	Unleased	0.035694%	0.0207
	Beth Ring, single 6151 Neff St. Detroit, MI 48224	Unleased	0.035694%	0.0207
	Ina Ring, single 6151 Neff St. Detroit, MI 48224	Unleased	0.035694%	0.0207
	Timothy Asbury and Kathy Asbury, H/W c/o Scott Asbury 311 N. Eighth Princeton, WV 24740	Unleased	0.071389%	0.0415
	Scott Asbury and and Peggy Asbury, H/W 311 N. Eighth Princeton, WV 24740	Unleased	0.071389%	0.0415
	Tony Asbury and Janice Asbury, H/W 4330 Plantation Rd, N.E. Apt. 4 Roanoke, VA 24012	Unleased	0.071389%	0.0415
	Patsy Blanton and Charles Blanton, H/W P. O. Box 263 Coeburn, VA 24230	Unleased	0.107083%	0.0622
	Rita Therrell and Bob Therrell, W/H 10491 Silver Mine Road Fort Mill, SC 29715	Leased-EREC 245436L06	0.107083%	0.0622

EXHIBIT "B"
VC-3766

Revised 12/14/98
VGOB 98-0818-0677-01

000097 JAN 22 8

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
9	The Pittston Company c/o Pine Mountain Oil and Gas, Inc. Attn: Richard Brillhart P.O. Box 5100 Lebanon, VA 24226	Leased-EREC 241490L01 T-638	3.420000%	1.9800
10	The Pittston Company c/o Pine Mountain Oil and Gas, Inc. Attn: Richard Brillhart P.O. Box 5100 Lebanon, VA 24226	Leased-EREC 241640L01 T2-115	0.390000%	0.2300
11	The Pittston Company c/o Pine Mountain Oil and Gas, Inc. Attn: Richard Brillhart P.O. Box 5100 Lebanon, VA 24226	Leased-EREC 241490L01 T-677	12.500000%	7.2500
12	Big Caney Water Corporation Attn: Mike Lawrence P.O. Box 7 McClure, VA 24269	Unleased	0.110000%	0.0640
Gas Estate Totals			100.000000%	57.9800
Percentage of Unit Leased			68.144727%	
Percentage of Unit Unleased			31.855273%	
Acreage in Unit Leased				39.4996
Acreage in Unit Unleased				18.4804

EXHIBIT "B"

VC-3766

Revised 12/14/98
VGOB 98-0818-0677-01

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Coal Estate Only</u>				
1	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 223010L01 WI-145	27.730000%	16.0770
2	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 244943L WI-145	0.200000%	0.1200
3	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 244943L WI-145	10.910000%	6.3260
4	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 244943L WI-145	3.450000%	2.0000
5	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 244943L WI-145	6.890000%	3.9800
6	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 244943L WI-145	4.320000%	2.5000
7	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 244943L WI-145	27.510000%	15.9600
8	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 244943L WI-145	2.570000%	1.4930
9	The Pittston Company c/o Clinchfield Coal Company Attn: Steve Smith P.O. Box 7 Dante, VA 24237	Leased-EREC 241490L T-638	3.420000%	1.9800

EXHIBIT "B"**VC-3766**

Revised 12/14/98

VGOB 98-0818-0677-01

000099 JAN 22 99

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
10	The Pittston Company c/o Clinchfield Coal Company Attn: Steve Smith P.O. Box 7 Dante, VA 24237	Leased-EREC 241640L T2-115	0.390000%	0.2300
11	The Pittston Company c/o Clinchfield Coal Company Attn: Steve Smith P.O. Box 7 Dante, VA 24237	Leased-EREC 241490L T-677	12.500000%	7.2500
12	ANR Coal Company, LLC P.O. Box 1871 Roanoke, VA 24008	Leased-EREC 244943L WI-145	0.110000%	0.0640
Coal Estate Totals			100.000000%	57.9800
Percentage of Unit Leased			100.000000%	
Percentage of Unit Unleased			0.000000%	
Acreage in Unit Leased				57.9800
Acreage in Unit Unleased				0.0000

INSTRUMENT #990000296
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
JANUARY 22, 1999 AT 8:15PM
J. JACK KENNEDY, JR., CLERK

BY: _____

(DC)